

RECORDATION NO. *8134-B* Filed & Recorded

MAY 18 1976 - 11 20 AM

INTERSTATE COMMERCE COMMISSION
INTERSTATE COMMERCE COMMISSION

AMENDMENT AGREEMENT, dated as of December 1, 1975, among ACF INDUSTRIES, INCORPORATED (hereinafter called the Builder), UNITED STATES TRUST COMPANY OF NEW YORK (hereinafter called the Owner-Trustee), as Trustee under a Trust Agreement dated as of November 1, 1975, with General Electric Credit Corporation, BURLINGTON NORTHERN INC. (hereinafter called the Guarantor), and MERCANTILE-SAFE DEPOSIT AND TRUST COMPANY, as agent (hereinafter called the Vendor).

WHEREAS the Builder, the Owner-Trustee and the Guarantor have entered into a Conditional Sale Agreement dated as of November 1, 1975 (hereinafter called the Conditional Sale Agreement);

WHEREAS the Conditional Sale Agreement has been assigned by the Builder to the Vendor pursuant to an Agreement and Assignment dated as of November 1, 1975 (hereinafter called the Assignment);

WHEREAS the Conditional Sale Agreement and the Assignment have been filed and recorded with the Interstate Commerce Commission pursuant to Section 20c of the Interstate Commerce Act of December 3, 1975, at 4:20 p.m., and assigned recordation number 8134;

WHEREAS the parties hereto now desire to amend the Conditional Sale Agreement.

NOW, THEREFORE, in consideration of the mutual covenants and agreements herein contained, the parties hereto hereby agree as follows:

1. The seventh paragraph of Article 17 of the Conditional Sale Agreement is hereby amended to substitute "the rate of 11-1/4% per annum" for "the highest prime rate of interest charged by any of the four New York City banks having the largest total assets in effect on the date such demand was made", in the first sentence thereof.

2. Except as hereby amended, the Conditional Sale Agreement shall remain in full force and effect.

3. The Assignment is hereby amended to permit the aforesaid amendment to the Conditional Sale Agreement as though originally set forth therein.

4. The Owner-Trustee will promptly cause this Amendment Agreement to be filed and recorded in accordance with the provisions of Article 19 of the Conditional Sale Agreement.

5. This Amendment Agreement may be executed in several counterparts, such counterparts together constituting but one and the same instrument.

IN WITNESS WHEREOF, the parties hereto have caused

their names to be signed hereto by their respective officers thereunto duly authorized, and their respective corporate seals, duly attested, to be hereunto affixed as of the day and year first above written.

ACF INDUSTRIES, INCORPORATED,

by

W. H. Wilson
Vice President

[Corporate Seal]

Attest:

F. Hall
Assistant Secretary

UNITED STATES TRUST COMPANY OF
NEW YORK, as trustee,

by

Gene B. Aocia
Asst. Vice President

[Corporate Seal]

Attest:

Thomas P. Zakrzewski
Assistant Secretary

BURLINGTON NORTHERN INC.,

by

Frank H. Coyle
EXECUTIVE Vice President - FINANCE

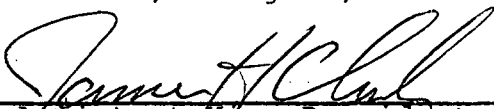
[Corporate Seal]

Attest:

R. J. Summich
Assistant Secretary

MERCANTILE-SAFE DEPOSIT AND
TRUST COMPANY, as Agent,

by


Assistant Vice President

[Corporate Seal]

Attest:


Corporate Trust Officer

STATE OF NEW YORK ,)
) ss.:
COUNTY OF NEW YORK,)

On this 22nd day of December 1975, before me personally appeared W. W. WILSON, to me personally known, who being by me duly sworn, says that he is Vice President of ACF Industries, Incorporated, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.


Notary Public

[Notarial Seal]

My Commission expires

EDWIN F. MEYER
NOTARY PUBLIC, State of New York
No. 30-7917803
Qualified in Nassau County
Certificate filed in New York County
Commission Expires March 30, 1976

STATE OF NEW YORK ,)
) ss.:
COUNTY OF NEW YORK,)

On this 13th day of May 1976, before me personally appeared I. R. Scocca, to me personally known, who being by me duly sworn, says that she is ASST. VICE PRESIDENT of United States Trust Company of New York, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its By-laws, and she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

[Notarial Seal]



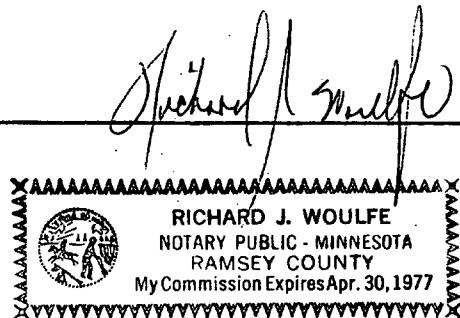
Notary Public

THOMAS J. CENTRONE
Notary Public, State of New York
No. 41-4624265
Qualified in Queens County
Certificate filed in New York County
Commission Expires March 30, 1978

STATE OF MINNESOTA)
)
COUNTY OF RAMSEY) ss.:

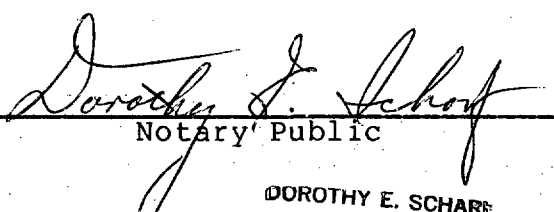
On this 3rd day of March, 1976, before me personally appeared Frank H. Coyne, to me personally known, who being by me duly sworn, says that he is Executive Vice President-Finance of Burlington Northern Inc., that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(Notarial Seal)



STATE OF MARYLAND,)
) SS.:
CITY OF BALTIMORE,)

On this *17th* day of *May* 197*6*, before me personally appeared JAMES H. CLARK, to me personally known, who being by me duly sworn, says that he is an Assistant Vice President of Mercantile-Safe Deposit and Trust Company, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.


Notary Public

[Notarial Seal]

My Commission expires July 1, 1978

DOROTHY E. SCHARF
NOTARY PUBLIC
My Commission Expires July 1, 1978